

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

Minute Entry

**ECF CASE
FILED**

Hearing Information:

Debtor: BCE WEST, L.P.
Case Number: 2-98-12547-ECF-CGC Chapter: 11
Date / Time / Room: TUESDAY, AUGUST 24, 1999 10:00 AM 10TH FLOOR # 6
Bankruptcy Judge: CHARLES G. CASE II
Courtroom Clerk: RHONDA VAUGHAN
Reporter / ECR: RACHAEL STAPLETON

AUG 24 1999

KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

Matters:

- 1) CONTINUED HEARING ON DEBTOR'S MOTION FOR ORDER AUTHORIZING ASSUMPTION OF SUPPLY AGREEMENT WITH COCA-COLA
R / M #: 39 / 0
- 2) CONTINUED HEARING ON DEBTOR'S MOTION TO ASSUME INDEMNIFICATION AGREEMENT
R / M #: 16 / 0
- 3) CONTINUED HEARING ON DEBTOR'S FIFTH MOTION FOR AUTHORITY TO ASSUME NON-RESIDENTIAL REAL PROPERTY LEASES AS AMENDED (STORE #560)
R / M #: 905 / 0
- 4) CONTINUED HEARING ON SIXTH MOTION FOR AUTHORITY TO ASSUME NON-RESIDENTIAL REAL PROPERTY, AS AMENDED
R / M #: 969 / 0
- 5) FEE APPLICATION BY ATTORNEY FOR DEBTOR - LEWIS & ROCA FEES: \$76,961.50 COSTS: \$12,770.66 (2ND APPLICATION)
R / M #: 0 / 0
- 6) DEBTOR'S ELEVENTH MOTION FOR ORDER AUTHORIZING REJECTION OF LEASES OF NONRESIDENTIAL REAL PROPERTY
R / M #: 1,061 / 0
- 7) MOTION FOR ORDER REQUIRING DEBTOR TO COMPLY WITH TERMS OF AMENDED ORDER ON FOURTH MOTION FOR AUTHORITY TO SELL REAL PROPERTY OUTSIDE ORDINARY COURSE OF BUSINESS FREE AND CLEAR OF LIENS ENTERED APRIL 27, 1999 AND PURCHASE AND SALE AGREEMENT BETWEEN BC REAL ESTATE INVESTMENTS, INC., AND COLUMBIA CREDIT UNION
R / M #: 619 / 0
- 8) NINTH MOTION FOR AUTHORITY TO SELL REAL PROPERTY OUTSIDE THE ORDINARY COURSE OF BUSINESS FREE AND CLEAR OF LIENS
R / M #: 1,085 / 0
- 9) DEBTOR'S MOTION PURSUANT TO 3003(c)(2) and (c)(3) FOR ORDER FIXING SUPPLEMENTAL BAR DATE FOR CERTAIN CLAIMANTS AND APPROVING NOTICE AND SERVICE REQUIREMENTS IN CONNECTION THEREWITH
R / M #: 1,087 / 0
- 10) DEBTOR'S MOTION FOR AUTHORITY TO COMPROMISE AND SETTLE WITH HARRY'S FARMERS MARKET
R / M #: 1,084 / 0
- 11) SIXTH MOTION TO REJECT EXECUTORY CONTRACTS
R / M #: 1,086 / 0

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA
Minute Entry**

(continue)... 2-98-12547-ECF-CGC

TUESDAY, AUGUST 24, 1999 10:00 AM

- 12) MOTION FOR AUTHORITY TO RETAIN LAZARD FRERES & CO. AS INVESTMENT BANKER
R / M #: 0 / 0
- 13) CONTINUED HEARING ON DEBTOR'S MOTION TO DETERMINE ADEQUATE ASSURANCES OF PAYMENT
OF UTILITIES REQUIRED UNDER 11 U.S.C. §366 (Re: GTE TELEPHONE OPERATIONS)
R / M #: 139 / 0
- 14) CONTINUED HEARING ON DEBTOR'S MOTION FOR ORDER AUTHORIZING ASSUMPTION OF LEASE OF
NON-RESIDENTIAL REAL PROPERTY
R / M #: 867 / 0
- 15) MOTION FOR RELIEF FROM AUTOMATIC STAY FILED ON BEHALF OF SHARON SZABO
R / M #: 1,048 / 0
- 16) DELL FINANCIAL SERVICES MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM
R / M #: 1,055 / 0
- 17) SECOND APPLICATION FOR APPROVAL OF FEES AND COSTS FOR SERVICES RENDERED BY SNELL &
WILMER
R / M #: 1,023 / 0
- 18) APPLICATION FOR SECOND INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF HEBB& GITLIN AS ATTORNEYS FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS
R / M #: 1,032 / 0
- 19) SECOND APPLICATION OF HOULIHAN LOKEY FOR ALLOWANCE OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES
R / M #: 1,027 / 0
- 20) SECOND APPLICATION OF AKIN GUMP ATTORNEY FOR DEBTORS FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES
R / M #: 1,028 / 0

Appearances:

SEE ATTACHED APPEARANCE SHEET

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA
Minute Entry**

(continue)... 2-98-12547-ECF-CGC

TUESDAY, AUGUST 24, 1999 10:00 AM

Proceedings:

Mr. Stroube addresses item A1 on debtor's agenda and advises a bid of \$675,000.00 was received on store #1867 from Delta Capital Group who is not present. He advises a competing bid of \$685,000.00 was received from Zinx Real Estate Holdings and ask this bid be approved as the highest and best bid.

COURT: IT IS ORDERED APPROVING THE SALE OF STORE #1867 TO ZINX REAL ESTATE HOLDINGS FOR \$685,000.00.

IT IS FURTHER ORDERED APPROVING THE SALE OF STORE #1437 TO B 7 B PROPERTIES FOR \$320,000.00.

ORDER SIGNED IN COURT.

Mr. Stroube addresses item A2 on debtor's agenda. He advises there is no opposition to the motion.

COURT: IT IS ORDERED GRANTING THE DEBTOR'S SIXTH MOTION TO REJECT EXECUTORY CONTRACTS.
ORDER SIGNED IN COURT.

Mr. Stroube addresses item A3 on debtor's agenda and advises there is no opposition to the motion.

COURT: IT IS ORDERED GRANTING THE DEBTOR'S ELEVENTH MOTION FOR ORDER AUTHORIZING REJECTION OF LEASES OF NONRESIDENTIAL REAL PROPERTY. ORDER SIGNED IN COURT.

Mr. Stroube addresses item A4 on debtors agenda which is asking for a supplemental bar date for affected creditors.

COURT: IT IS ORDERED GRANTING THE DEBTOR'S MOTION FOR ORDER FIXING SUPPLEMENTAL BAR DATE FOR CERTAIN CLAIMANTS. ORDER SIGNED IN COURT.

Mr. Stroube addresses item B4 on debtors agenda and advises parties agreed the claim could be paid on the effective date of debtor's plan.

COURT: IT IS ORDERED GRANTING THE DEBTOR'S MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM. ORDER SIGNED IN COURT.

Items A5 through 9 on debtor's agenda are taken up.

COURT: IT IS ORDERED APPROVING THE INTERIM FEE APPLICATION OF SNELL & WILMER. ORDER SIGNED IN COURT.

IT IS FURTHER ORDERED APPROVING THE SECOND INTERIM FEE APPLICATION OF HEBB & GITLIN. ORDER SIGNED IN COURT.

IT IS FURTHER ORDERED APPROVING THE SECOND APPLICATION OF HOULIHAN LOKEY. ORDER SIGNED IN COURT.

IT IS FURTHER ORDERED APPROVING THE SECOND APPLICATION FOR FEES OF LEWIS & ROCA. ORDER SIGNED IN COURT.

IT IS FURTHER ORDERED APPROVING THE SECOND FEE APPLICATION OF AKIN GUMP. ORDER SIGNED IN COURT.

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA
Minute Entry**

(continue)... 2-98-12547-ECF-CGC

TUESDAY, AUGUST 24, 1999 10:00 AM

Mr. Lassee addresses item B2 on debtor's agenda and ask the Court to require the debtor to comply with the terms of the sale of store #588. He advises an adversary proceeding was filed by Riverview Community Bank and an answer has not been filed as they waiting the outcome of this hearing. Mr. Lassee advises his client is prepared to raise the bid amount to \$1.5 million and if unable to move forward a motion to withdraw the backup bid and get the earnest money back will be filed.

Mr. Bob Miller places the credit union's position on the record and explains he and Mr. George have agreed to met after this hearing to discuss the adversary.

COURT: IT IS ORDERED DENYING THE MOTION FOR ORDER REQUIRING DEBTOR TO COMPLY WITH TERMS OF THE ORDER. ORDER SIGNED IN COURT. THE COURT NOTES THE ADVERSARY PROCEEDING WILL BE TAKEN UP IN THE ORDINARY COURSE.

Mr. Stroube addresses item B1 on debtor's agenda and advises objections were filed by G.E. Capital and Bank of America. He advises parties have been exchanging drafts of the settlement agreement and advises the debtor expects to put the money into an interest bearing account.

Mr. LeBlanc places his objection on the record.

THE COURT NOTES THE DEBTOR CAN PUT THE MONEY INTO AN ESCROW ACCOUNT WHICH CANNOT BE DISBURSED UNTIL FURTHER HEARING ON THE ISSUE OF ASSET DISPOSITION.

Mr. LaFiendra addresses the objections and explains he does not want to get into the middle of a proceeds battle and would like to get approval as soon as possible.

Mr. Casher reserves his rights as to disposition of estate assets.

COURT: IT IS ORDERED GRANTING THE DEBTOR'S MOTION FOR AUTHORITY TO COMPROMISE AND SETTLE WITH HARRY'S MARKET WITH THE SPECIFIC ORDER THAT PROCEEDS GO INTO A SEPARATE INTEREST BEARING ACCOUNT.

Mr. Stroube addresses item B3 on the debtor's agenda and advises this is a prepetition tort claim against a non-entity. He opposes annulment of the stay and has an argument that the claim is barred and is only limited to insurance proceeds.

COURT: IT IS ORDERED DENYING THE MOTION FOR RELIEF FROM AUTOMATIC STAY WITHOUT PREJUDICE TO SEEKING AN ANNULMENT IF THEY CAN SHOW IT IS APPROPRIATE.

Counsel and the Court discuss filing dates for plan and disclosure statement. Mr. Randy Miller will coordinate with the Court's office before filing the motion to set specific dates.

THE COURT NOTES HE WILL CONTACT CHIEF JUDGE NIELSEN'S CHAMBERS ABOUT HEARING THE DISCLOSURE STATEMENT AND ANY OTHER EMERGENCY MATTERS THAT MIGHT ARISE WHILE HE IS GONE.

THE COURT SIGNS AN ORDER AUTHORIZING REJECTION OF CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES.

THE COURT NOTES MR. NOVOTNY SHOULD CONTACT HIS CHAMBERS REGARDING THE 3RD MOTION TO ASSUME AMENDED REAL PROPERTY LEASE AS TO STORE NO 987. THE COURT STAFF IS DIRECTED TO STAMP THE ORDER IF MR. NOVOTNY AGREES IT CAN ENTERED.

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA
Minute Entry**

(continue)... 2-98-12547-ECF-CGC

TUESDAY, AUGUST 24, 1999 10:00 AM

Mr. Stroube addresses items C1 through C6 and advises these matters should be continued to the next hearing date.

APPEARANCE SHEET

CASE NO./NAME:
DATE/TIME:

BCE West 98-12547

August 24, 1999

COUNSEL

CLIENT

MAKEL LASEE	ETM PORTLAND
Robert Alberghetti	Boston Market Acquisition Corp
MARK Mullin	" "
Paul B. GEORGE	RIVERVIEW COMMUNITY Bank
Richard F Casher	Unsecured Creditors' Committee
Candlyn Johnson	Hennys Farmers Market
Al Zutiandha	
Rey STROUBE	Debtors
Al C. Tracy	1995 Master Lease Group
John FRIES	Bank of America
Bob Miller	Columbia Community Credit Union
Jean LeBlanc	GE Capital
Anthony Quinton	Zinc Real Estate Holdings
Peter Bruger	
Brad Arons	
Jackie Newell	
Darren Perkins	Snell & Wilmer